

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: \_\_\_\_\_ ) Chapter 11  
                  ) \_\_\_\_\_  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JKF)  
                  ) Jointly Administered  
Debtors.       ) Re: Docket No. \_\_\_\_\_

**ORDER APPROVING THE DEBTORS' PAYMENT OF STAY BONUSES  
IN CONNECTION WITH THE CONSOLIDATION OF THE  
CUSTOMER SERVICE FUNCTIONS OF GRACE PERFORMANCE CHEMICALS**

Upon the motion of the above-captioned debtors and debtors in possession (collectively, the "Debtors") requesting the entry of an Order approving the Debtors' payment of Stay Bonuses (the "Motion");<sup>2</sup> and the Court having considered the Motion; and no previous motion for the relief requested therein having been made; and due and proper notice of the Motion having been given; and it appearing that sufficient cause exists for granting the relief requested; and that the requested relief under the Motion is in the best interests of the Debtors, their estates, creditors and all parties-in-interest, it is hereby:

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homeo International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> Capitalized terms not otherwise defined herein have those meanings ascribed to them in the Motion.

ORDERED that the Motion is approved; and it is further  
ORDERED that in accordance with section 363 of the Bankruptcy Code, the  
Debtors are authorized to pay Stay Bonuses in connection with the consolidation of certain  
customer service functions of GPC in Chicago, Illinois; and it is further

ORDERED that the Debtors are authorized to perform all of their obligations  
related to the relief requested in the Motion and to execute such other documents and take such  
further actions as are necessary to effectuate such relief; and it is further

ORDERED that the provisions of this Order shall be self-executing and each and  
every federal, state or local agency, department or governmental authority with regulatory  
authority over the relief granted herein shall be directed to accept this Order as binding authority  
to consummate the relief granted herein; and it is further

ORDERED that the stay of order authorizing use, sale, or lease of property  
provided for in Fed. R. Bank. Proc. 6004(g) shall not apply to this Order, and this Order is  
hereby immediately effective and enforceable; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all  
matters arising from or in connection with the implementation, enforcement and interpretation of  
this Order.

Dated: \_\_\_\_\_, 2002

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Judith K. Fitzgerald  
United States Bankruptcy Judge